

**EXHIBIT 1 TO ORDER GRANTING DEBTORS'
AGREED EMERGENCY MOTION TO (A)
EXTEND BID DEADLINE; (B) ADJOURN
AUCTION DATE; AND (C) GRANTING RELATED
RELIEF**

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**COUNSEL FOR HERITAGE CONSOLIDATED,
LLC,
DEBTOR AND DEBTOR IN POSSESSION**

**COUNSEL FOR HERITAGE STANDARD
CORPORATION,
DEBTOR AND DEBTOR IN POSSESSION**

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

IN RE:	§	
	§	CASE NO. 10-36484-HDH-11
HERITAGE CONSOLIDATED LLC,	§	
<i>et al.</i> ,	§	Chapter 11
DEBTORS.	§	(Jointly Administered)
	§	

AMENDED NOTICE OF AUCTION SALE AND BIDDING PROCEDURES

**PLEASE READ THIS NOTICE CAREFULLY AS YOUR RIGHTS WILL BE
AFFECTED AS SET FORTH HEREIN.**

On September 14, 2010, Heritage Consolidated LLC (“Consolidated”) and Heritage Standard Corporation (“Standard”), debtors and debtors-in-possession in the above-referenced bankruptcy cases (collectively, the “Debtors”), each filed a voluntary petition for relief (collectively, the “Cases”) under chapter 11 of title 11 of the United States Code.

Approval of the Sale Procedures Order

On October 26, 2010, the Court entered the *Order (A) Approving Sale Procedures and Bid Protections in Connection with Sale of Assets; (B) Approving Form and Manner of Notice of Sale*

and of Assumption and Assignment of Executory Contracts and Unexpired Leases; and (C) Granting Related Relief, including all exhibits thereto, [Docket No. 193] (the “Sale Procedures Order”) in which it, among other things, (a) approved the Plan Support Agreement,¹ (b) approved the Sale Procedures, (c) scheduled an auction, (d) approved the form and manner of notice of the Sale Procedures and the respective dates, times and places for an auction, if required under the Sale Procedures, (e) approved the form and manner of the notice of the assumption (and, if applicable, assignment) of executory contracts and unexpired leases, (f) established procedures for objecting to, and determining cure amounts in connection with, the assumption of executory contracts and unexpired leases, and (g) granted other relief.

Bid Deadline

Pursuant to the Sale Procedures Order, any Potential Purchaser desiring to submit a bid for the Properties (a “Bid”) and to participate in any auction(s) of the Properties (the “Auction”) are required deliver its Bid in writing to Munsch Hardt Kopf & Harr PC, Attn: Joe E. Marshall, 3800 Lincoln Plaza, 500 N. Akard Street, Dallas, Texas 75201-6659 and Rochelle McCullough, LLP, Attn.: Kevin McCullough, 325 N. Saint Paul Street, Suite 4500, Dallas, Texas, 75201. The time for any bidder desiring to participate at the Auction to deliver a Bid has been extended from January 18, 2011 at 4:00 p.m., Central time to January 24, 2011 at 4:00 p.m., Central time (the “Bid Deadline”). To be considered, a Bid **must** conform to the terms and conditions described in the Sale Procedures Order and the exhibits thereto.

Auction

In the event the Debtors receive one or more timely and conforming Qualified Bids by the Bid Deadline, the Debtors will conduct one or more Auctions with respect to the Transferred Properties at the offices of **Vinson & Elkins, LLP, 2001 Ross Avenue, Suite 3700, Dallas, Texas 75201**, or at another location as may be timely disclosed by the Debtors to Qualified Bidders. The Auction has been adjourned from January 24, 2011 at 9:00 a.m., Central time to January 26, 2011 at 9:00 a.m., Central time.

Copies of the Plan, Disclosure Statement, Purchase and Sale Agreements, and Sale Procedures Order may be obtained upon receipt of a written request to the Debtors, c/o Munsch Hardt Kopf & Harr PC, Attn: Joe E. Marshall, 3800 Lincoln Plaza, 500 N. Akard Street, Dallas, Texas 75201-6659 and Rochelle McCullough, LLP, Attn.: Kevin McCullough, 325 N. Saint Paul Street, Suite 4500, Dallas, Texas, 75201.

¹ The “Plan Support Agreement” shall mean that certain Plan Support Agreement dated as of September 14, 2010 by and among the Debtors, the Permian Entities, CIT Capital, and Wisenbaker.

Dated: January 24, 2011

Respectfully Submitted,

MUNSCH HARDT KOPF & HARR, P.C.

By: /s/ Joe E. Marshall

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